

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE (WILMINGTON)**

ROBERT H. AYLOR, JR., On Behalf of Himself x  
and All Others Similarly Situated, :

Plaintiff, :

vs. :

XYBERNAUT CORPORATION, EDWARD G. :  
NEWMAN, STEVEN A. NEWMAN, M.D., and :  
THOMAS D. DAVIS, :

Defendants. :

Case No. 1:05-cv-00222 (SLR)

**[Caption continues on next page]**

**[PROPOSED] ORDER CONSOLIDATING ACTIONS, APPOINTING  
LEAD PLAINTIFF, AND APPROVING SELECTION OF LEAD COUNSEL**

**MILBERG WEISS BERSHAD  
& SCHULMAN LLP**

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--and--

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*Plaintiff's Counsel*

Dated: June 14, 2005

**STULL, STULL & BRODY**

Jules Brody

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Tzivia Brody

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New York, New York 10017

Telephone: (212) 687-7230

*Proposed Lead Counsel*

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MOSHE TAL, On Behalf of Himself and All  
Others Similarly Situated,

Plaintiff,

vs.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D., and  
THOMAS D. DAVIS,

Defendants.

Case No. 1:05-cv-00242 (SLR)

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MICHAEL FEHRENBACHER, Individually and  
On Behalf of All Others Similarly Situated,

Plaintiff,

vs.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, M.D. STEVEN A. NEWMAN and  
THOMAS D. DAVIS,

Defendants.

Case No. 1:05-cv-00256 (SLR)

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JEFFREY M. JASKOL and STACEY J. JASKOL,  
Individually and On Behalf of All Others Similarly  
Situating,

Plaintiff,

vs.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D., and  
THOMAS D. DAVIS,

Defendants.

Case No. 1:05-cv-00268 (SLR)

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JOSEPH DANIEL WAUHOP, On Behalf of  
Himself and All Others Similarly Situated,

Plaintiff,

vs.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D.,  
THOMAS D. DAVIS, JOHN F. MOYNAHAN  
and GRANT THORNTON LLP,

Defendants.

Case No. 1:05-cv-00310 (SLR)

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[CHRISTINA W. DONNELLY, JOHN  
DONNELLY, JAMES G. WILLIAMSON and  
RICHARD W. DEARBORN, Individually and On  
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, THOMAS  
D. DAVIS and BRUCE C. HAYDEN,

Defendants.

Case No. 1:05-cv-00334 (JJF)

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CHARLES W. SMITH, Individually and On  
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

Case No. 1:05-cv-00354 (SLR)

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, THOMAS  
D. DAVIS, BRUCE C. HAYDEN and GRANT  
THORNTON LLP,

Defendants.

x

Having considered the motion of Kenneth James, La Rocca Pietro, Michael A. Farmakis, David S. Pennington, and Christina Donnelly (collectively, the “James Group” or “Movant”), and good cause appearing therefore, the Court orders as follows:

1. The Motion is **GRANTED**;
2. The above-captioned actions are hereby **CONSOLIDATED** pursuant to Fed. R. Civ. P. 42(a).
3. The James Group is hereby **APPOINTED** to serve as Lead Plaintiff in the action, pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934 (“Exchange Act”), 15 U.S.C. § 78u-4(a)(3)(B), as amended by the Private Securities Litigation Reform Act of 1995.
4. Milberg Weiss Bershad & Schulman LLP and Stull, Stull & Brody are hereby **APPOINTED** Lead Counsel pursuant to 15 U.S.C. § 78u-4(a)(3)(B)(v).

IT IS SO ORDERED.

DATED: \_\_\_\_\_, 2005

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United States District Court Judge